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*Attorneys for Monarch Alternative Capital LP,
Stonehill Capital Management LLC, and Bayview Fund
Management LLC, each in its capacity as
investment advisor to certain funds, and for CQS ABS Master
Fund Limited and CQS ABS Alpha Master
Fund Limited.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
Residential Capital, LLC, et al.,)	Case No. 12-12020 (MG)
)	
Debtors.)	Jointly Administered
)	

**DECLARATION OF MARY EATON
IN SUPPORT OF INVESTORS' OPPOSITION TO FINANCIAL GUARANTY
INSURANCE COMPANY'S MOTION IN LIMINE**

I, Mary Eaton, declare as follows:

1. I am a member of the firm of Willkie Farr & Gallagher LLP, which maintains offices for the practice of law at 787 Seventh Avenue, New York, New York 10019, attorneys for Monarch Alternative Capital LP, Stonehill Capital Management LLC and Bayview Fund Management LLC, each in its capacity as investment advisor to certain funds, and to CQS ABS Master Fund Limited and CQS ABS Alpha Master Fund Limited (collectively, the "Investors") in the above-captioned action.

2. I respectfully submit this Declaration in support of the Investors' Opposition to Financial Guaranty Insurance Company's Motion *In Limine* dated August 7, 2013, [Dkt. No 4550].

3. Attached as Exhibit 1 is a true and correct copy of the Quarterly Statement of the Financial Guaranty Insurance Company (In Rehabilitation), dated March 31, 2013.

4. Attached as Exhibit 2 is a true and correct excerpt from the Deposition Transcript of Charles Ronald Goldstein, dated July 26, 2013.

5. Attached as Exhibit 3 is a true and correct copy of the Affirmation of Gary T. Holtzer, filed in *In re Rehabilitation of Financial Guaranty Insurance Company*, No. 401265/2012 (Sup. Ct. New York County) dated May 29, 2013.

6. Attached as Exhibit 4 is a true and correct copy of the RMBS Trustees' Fact Witness Disclosure, dated July 2, 2013.

7. Attached as Exhibit 5 is a true and correct copy of the Debtors' Witness Disclosures, dated July 2, 2013.

8. Attached as Exhibit 6 is a true and correct copy of the Letter from Michael Johnson on behalf of the Trustees to the Hon. Martin Glenn, dated July 15, 2013.

9. Attached as Exhibit 7 is a true and correct copy of the Letter from Michael Johnson on behalf of the Trustees to the Hon. Martin Glenn, dated July 17, 2013.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

Dated: August 13, 2013
New York, New York

WILLKIE FARR & GALLAGHER LLP

By: _____/s_____
Mary Eaton

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